

Division of Corporations

Page 1 of 1

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## FLORIDA MASONRY APPRENTICE AND EDUCATIONAL FOUNDATIO

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA MASONRY APPRENTICE AND EDUCATIONAL FOUNDATION, INC.**

(A Not for Profit Corporation Organized Under Chapter 617, Florida Statutes)

Florida Masonry Apprentice and Educational Foundation, Inc., a not for profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Section 617.1006 and 617.1007, Florida Statutes, that:

1. The name of the corporation is Florida Masonry Apprentice and Educational Foundation, Inc. (the "Corporation").
2. No members of the Corporation are entitled to vote on the proposed amendments. These Second Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation at a meeting held on October 8, 2008, and the number of votes cast for the amendments was sufficient for approval.
3. The text of the Articles of Incorporation of the Corporation, as heretofore amended, is hereby restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of the State of Florida, to read as follows:

**Article I**  
**NAME**

The name of the Corporation is Florida Masonry Apprentice and Educational Foundation, Inc.

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the principal office and the mailing address of the Corporation is Plaza I, Unit 114A, One West Camino Real, Boca Raton, Florida 33432.

**Article III**  
**PURPOSE**

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or corresponding provision of any future United States Internal Revenue Law), including, without limitation, the following purposes:

- (i) To provide and coordinate apprenticeship programs for future block masons and related tradesmen under agreements with the State of Florida and

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pursuant to those certain Standards of Apprenticeship issued by the Florida Department of Education, either directly or through the local community college system, or applicable county vocational programs;

(ii) To provide and coordinate education and training of the masonry trade in order to promote the public safety in connection with the proper use of masonry products in the State of Florida and to promote the recruitment of apprentices for the program and otherwise promote education and training for future masons and related tradesmen in the State of Florida;

(iii) To disseminate to the public and others information relative to the public safety and enhancing code regulation of masonry in the State of Florida;

(iv) To accept, hold, invest and disburse for the purposes set forth above such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities; and

(v) To carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for corporations formed under Section 501(c)(3) of the Code.

#### **Article IV** **BOARD OF DIRECTORS**

The business and affairs of this Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors may be increased or decreased from time to time in accordance with the provisions of the Bylaws of the Corporation, but in no event shall the number of Directors be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

#### **Article V** **NO MEMBERS**

The Corporation shall not have members.

#### **Article VI** **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is Plaza I, Unit 114A, One West Camino Real, Boca Raton, Florida 33432; and the name of the Corporation's registered agent at that address is Patrick J. McLaughlin.

#### **Article VII** **DISSOLUTION**

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Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

### **Article VIII** **LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE IX - AMENDMENTS**

These Second Amended and Restated Articles of Incorporation may be amended by the affirmative vote of the Directors at a meeting of Directors at which a quorum is present.

IN WITNESS WHEREOF, the Florida Masonry Apprentice and Educational Foundation, Inc. has caused these Second Amended and Restated Articles of Incorporation to be executed on this 2 day of October, 2008.

FLORIDA MASONRY APPRENTICE AND  
EDUCATIONAL FOUNDATION, INC.

By:   
Name: Jerry Painter  
Title: Chairman

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

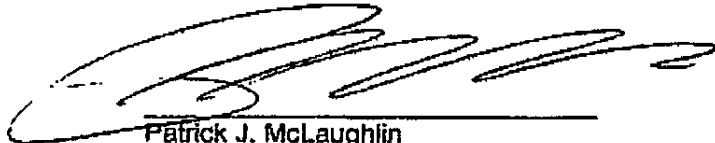
**WITNESSETH:**

That, Florida Masonry Apprentice and Educational Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Patrick J. McLaughlin, located at Plaza I, Unit 114A, One West Camino Real, Boca Raton, Florida 33432, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 8th day of October, 2008.



Patrick J. McLaughlin  
Registered Agent